

A Charitable Incorporated Organisation (Association Structure) With Voting Members Other Than Its Trustees

Date of Adoption: 10th Jan 2019
Amended 11th October 2023

Name

1. The name of the Charitable Incorporated Organisation (CIO) is:

Kingswood Hazel Leys Community in Sheds (KHL Community in Sheds)

National Location of Principal Office

2. The principal office is: School Place Corby, Northants, England NN18 0QF.

Objects

3. The aims (“the Objects”) of the KHL Community in Sheds are:

To further or benefit the residents of Corby and the neighbourhood, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for the residents.

In furtherance of these objects but not otherwise, the trustees shall have power:

To establish or secure the establishment of a community centre and to maintain or manage or co-operate with any statutory authority in the maintenance and management of such a centre for activities promoted by the charity in furtherance of the above objects.

4. The KHL Community in Sheds has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the KHL Community in Sheds has the power to:

(a) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(b) sell, or otherwise dispose of all or any part of the property belonging to the KHL Community in Sheds, provided that in exercising this power the KHL Community in Sheds must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

(c) Remunerate such staff as are necessary for carrying out the work of the KHL Community in Sheds. The KHL Community in Sheds may remunerate a Trustee only to the extent that it is permitted to do so by clauses 6 to 11 and provided that it complies with the conditions of those clauses.

(e) Deposit or invest funds, and arrange for the investments or other property of the KHL Community in Sheds to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

Application of Income and Property

5. The income and property of the KHL Community in Sheds shall be applied solely towards the promotion of its Objects, and none of such income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the KHL Community in Sheds, provided that:

- (a) a Trustee is entitled to be reimbursed from the property of the KHL Community in or may pay out of such property, reasonable expenses incurred by him or her when acting on behalf of the KHL Community in Sheds;
- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the KHL Community in Sheds's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (c) Nothing in this clause shall prevent a Trustee or connected person Receiving any benefit or payment which is authorised by clauses 6 to 11.

Benefits and Payments to Trustees and Connected Persons

General Provisions

6. No Trustee or connected person may:

- (a) Buy or receive any goods or services from the KHL Community in Sheds on terms preferential to those applicable to members of the public;
- (b) Sell goods, services, or any interest in land to the KHL Community in Sheds;
- (c) Be employed by, or receive any remuneration from, the KHL Community in Sheds;
- (d) Receive any other financial benefit from the KHL Community in Sheds; unless the payment or benefit is permitted by this constitution or is authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and Powers Permitting Trustees' or Connected Persons' Benefits

7. A Trustee or connected person may receive interest on money lent to the KHL Community in Sheds at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

8. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the KHL Community in Sheds. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

9. A Trustee or connected person may take part in the normal trading and fundraising activities of the KHL Community in Sheds on the same terms as members of the public.

10. A Trustee may receive a benefit from the KHL Community in Sheds in the capacity of a beneficiary of the KHL Community in Sheds and on the same terms as other beneficiaries.

11. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the KHL Community

in Sheds where that is permitted in accordance with and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

Conflicts of Interest and Conflicts of Loyalty

12. A Trustee must:

- (a) declare the nature and extent of any interest, direct or indirect, which has in a proposed transaction or arrangement with the KHL Community in Sheds or in any transaction or arrangement entered into by the KHL Community in Sheds which has not previously been declared; and
- (b) Absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his duty to act solely in the interests of the KHL Community in Sheds and any personal interest (including but not limited to any financial interest).

13. Any Trustee absenting himself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

Liability of Members to Contribute to Assets of KHL Community in Sheds if it is Wound Up

14. If the KHL Community in Sheds is wound up, the members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

Membership

Admission of New Members (Amended January 2019)

15. A. The Trustees may admit to membership anyone able to participate in the activities of the KHL Community in Sheds and able to do so with regard to the Health and Safety policy of the KHL Community in Sheds, undertaking activities without supervision.

B. The Trustees

- (i) Are empowered to accept any individual applicant for membership (subject to Section 15a) and applicants are required to complete a membership form and be provided with a copy of the Health and Safety guidance sheet, Codes of Conduct, Safe guarding policy and Health and Safety policy
- (ii) May refuse a request for membership if they believe that it is in the best interest of the KHL Community in Sheds for them to do so; and will give the applicant reasons for doing so.

Transfer of Membership

16. Membership of the KHL Community in Sheds cannot be transferred to anyone else.

Termination of Membership

17. Membership of the KHL Community in Sheds comes to an end if the member:

- (a) Resigns in writing to the secretary of the KHL Community in Sheds;
- (b) fails to pay subscription one months after the date it became due;
- (c) Is expelled by the Trustees for conduct prejudicial to the KHL Community in Sheds, or the Health and Safety of themselves or other members, provided that a member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made; or
- (d) The member dies.

Membership Fees

18. The KHL Community in Sheds will require members to pay an annual membership fee, the amount to be set at the Annual General Meeting (AGM) by a vote of all members.

Board of Trustees

Composition of the Board

19. The KHL Community in Sheds shall have a Board of Trustees comprising not less than 5 persons and there must at all times be a minimum of three Trustees in office. The Board of Trustees shall not be made up of related people unless they represent less than 1/3 of the local committee. "related people" means persons who are related by marriage or other form of co-habitation or birth and includes but is not limited to relationships between spouses, children, parents, grandparents, aunts, uncles, nieces, nephews and cousins.

First Trustees

20. The first Trustees of the KHL Community in Sheds are as follows:

[Bryan Massie]

[Susanne Cunningham]

[Tim Morton]

[Brian Dunn]

[Seamus Hennessy]

Election of Trustees

21. Appointment of charity trustees

(1) At the first annual general meeting of the members of the CIO all the charity trustees shall retire from office;

(2) At every subsequent annual general meeting of the members of the CIO, one-third of the charity trustees shall retire from office. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;

(3) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;

(4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;

(5) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in

accordance with clause 31 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 19 on the number of charity trustees would not as a result be exceeded;

(6) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

22. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment.

23. The election of Trustees shall be conducted in accord with such procedures as may be decided by the Trustees from time to time.

24. Eligibility for trusteeship (January 2019):

(i) All the Trustees shall be members of the KHL Community in Sheds.

(ii) No one may be appointed as a trustee of the KHL Community in Sheds if they are disqualified from acting as a charity trustee by virtue of sections 178 - 180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(iii) No one is entitled to act as a charity trustee whether by election or co-option until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

Officers

25 At the first Trustees Meeting after the AGM, the trustees will elect trustees to the officer posts of Chair, Vice-chair, Treasurer, Secretary and Social Secretary.

Casual Vacancies

26. The Trustees may also and at any time co-opt up to two additional members of the KHL Community in Sheds to the Board of Trustees. All persons so co-opted shall retire at the AGM following their co-option but shall be eligible to stand for election.

Powers and Duties of Trustees

27. The Trustees shall manage the affairs of the KHL Community in Sheds and may for that purpose exercise all the powers of the KHL Community in Sheds.

28. Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

29. It is the duty of each Trustee (including any co-opted Trustees):

(a) to exercise his or her powers as a Trustee in the way that he or she considers to be in the best interests of the KHL Community in Sheds's Objects and beneficiaries; and

(b) To exercise such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he has or claims to have.

Information for New Trustees

30. Each new Trustee must receive, on or before his or her first appointment:

- (a) Copy of the current version of this constitution; and
- (b) A copy of the KHL Community in Sheds's latest Trustees' annual report and statement of accounts

Retirement and Removal of Trustees

31. The office of a Trustee shall be immediately vacated if he:

- (a) Resigns his office in writing to the Secretary of the KHL Community in Sheds (but only if at least 3 Trustees shall remain in office);
- (b) is absent without good reason from three consecutive Trustees' meetings, and the remaining Trustees decide that he shall vacate office by reason of such absence;
- (c) is removed from office for conduct prejudicial to the KHL Community in Sheds by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;
- (d) becomes bankrupt or makes any arrangement with her or his creditors generally; or
- (e) Is otherwise disqualified by law from serving as a Trustee.

32. A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members called for that purpose and properly convened, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

33. A resolution to remove a Trustee in accordance with clause 32 (above) shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the KHL Community in Sheds.

Proceedings of the Board of Trustees

34. The Trustees may regulate their proceedings as they think fit, subject to any provisions within this constitution.

35. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.

36. A Trustee may not appoint an alternate or anyone to act on his behalf at meetings of the Trustees.

37. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

Chairing of Meetings

38. Subject to clause 25 the Chair will conduct meetings of the Trustees.

39. If the elected Chair is not present, then the Vice Chair will chair the meeting.

Quorum

40. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

41. The quorum shall be 3 Trustees or one-third of the Trustees whichever the greater number is.

42. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

Decision Making by Trustees

Trustees to Take Decisions Collectively

43. The general rule about decision-making by Trustees is that any decision of the Trustees must be either (a) a majority decision taken at a meeting or (b) a unanimous decision taken in accordance with clause 45.

44. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.

Unanimous Decisions

45. A decision of the Trustees may be taken without a meeting or discussion if all the Trustees indicate to each other, in writing, that they share a common view on a matter. The date of the decision shall be the date on which the last Trustee gives his or her assent and shall be recorded in the minute book.

Sub-Committees

46. The Trustees may delegate any of their powers or functions to one or more sub-committees, consisting of such members of their body or persons as they think fit and the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include the conditions that:

- (a) At least one member of each sub-committee must be a Trustee;
- (b) The relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
- (c) No expenditure may be incurred on behalf of the KHL Community in Sheds except in accordance with a budget previously agreed with the Trustees; and
- (d) The sub-committee shall report regularly to the Trustees.

Saving Provisions

47. Subject to clause 48, all decisions of the Trustees, or of a sub-committee of the Trustees, shall be valid even if it involved the participation of a Trustee who:

(a) Was disqualified from holding office;

(b) Had previously retired or was obliged to leave office;

(c) was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision would have been made anyway by a majority of the Trustees at a quorate meeting.

48. Clause 47 does not permit a Trustee to keep any benefit that may be conferred on him or her by a decision of the Trustees (or a sub-committee) if the resolution would otherwise have been void.

Members' Decisions

General Provisions

49. Except for those decisions that must be taken in a particular way as indicated in clauses 56 to 58, decisions of the members of the KHL Community in Sheds may be taken either by vote at a general meeting as provided in clause 50 or by written resolution as provided in clauses 51 to 55.

Making Ordinary Decisions at a General Meeting

50. Subject to clauses 56 to 58, any decision of the members of the KHL Community in Sheds may be made by a simple majority of votes cast on a resolution at a general meeting.

Making Ordinary Decisions by Written Resolution

51. Subject to clauses 56 to 58, a resolution may be made in writing if agreed by a simple majority of all the members.

52. The proposed resolution shall be circulated to members in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against.

53. The document indicating a member's approval of a written resolution may be sent to the KHL Community in Sheds as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.

54. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

55. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it. Eligibility to vote on the resolution is limited to those who are members of the KHL Community in Sheds on the date when the proposal is first circulated.

Decisions that Must Be Taken in a Particular Way

56. Any decision to remove a Trustee at a general meeting of the members must be taken in accordance with clause 32.

57. Any decision to amend this constitution must be taken in accordance with clause 93.

58. Any decision to wind up or dissolve the KHL Community in Sheds must be taken in accordance with clauses 94 to 97 (Voluntary Winding Up or Dissolution). Any decision to amalgamate or transfer the undertaking of the KHL Community in Sheds to one or more other CIO's must be taken in accordance with the provisions of the Charities Act 2011.

General Meetings of Members

Types of General Meeting

59. There must be an AGM of the members of the KHL Community in Sheds. The first AGM must be held within 18 months of the registration of the KHL Community in Sheds, and subsequent AGMs must be held at intervals of not more than 13 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Trustees' annual report.

60. Other general meetings of the KHL Community in Sheds may be held at any time.

61. The Trustees must, within 21 days, call a general meeting of the members of the KHL Community in Sheds if:

(a) They receive a request to do so from at least 10% of the members of the KHL Community in Sheds; and

(b) The request states the general nature of the business to be dealt with at the meeting. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

62. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

63. Any general meeting called by the Trustees at the request of the members of the KHL Community in Sheds must be held within 28 days from the date on which it is called.

64. If the Trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

65. A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

66. The KHL Community in Sheds must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the KHL Community in Sheds shall be entitled to be indemnified by the Trustees who were responsible for such failure.

Notice of General Meetings

67. Any general meeting shall be called by at least 14 clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90% of the members.

68. The notice of any general meeting must:

- (a) State the time and date of the meeting;
- (b) Give the address at which the meeting is to take place;
- (c) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) If a proposal to alter the constitution of the KHL Community in Sheds is to be considered at the meeting, include the text of the proposed alteration.

69. The notice for the AGM must include the annual statement of accounts and Trustees' annual report, or where allowed under clause 86 (Use of Electronic Communications), details of where the information may be found on the KHL Community in sheds's website.

70. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

71. The proceedings of a meeting shall not be invalidated because a member that was entitled to receive notice of the meeting did not receive it because of accidental omission by the KHL Community in Sheds.

Chairing of General Meetings

72. The chair of the Trustees shall preside at general meetings but if he or she is not present then the Vice Chair will chair that meeting whose function shall be to conduct the business of the meeting in an orderly manner.

Quorum at General Meetings

73. No business shall be transacted at a general meeting unless a quorum is present. Unless otherwise decided by the KHL Community in Sheds, a quorum shall be three members or one-tenth of the membership, whichever is the greater number.

74. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

75. If the meeting has been called in any other way and if:

- (a) A quorum is not present within half an hour from the time appointed for the meeting; or
- (b) During a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the Trustees shall direct.

76. The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

77. If no quorum is present at the reconvened meeting 15 minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.

Voting at General Meetings

78. Any decision other than one falling within clauses 56 to 58 (Decisions that Must be Taken in a Particular Way) shall be taken by a simple majority of votes cast at the meeting. One vote may be cast by each member on any question to be decided at a general meeting.

79. A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of those present and entitled to vote.

80. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

81. A poll may be taken:

- (a) At the meeting at which it was demanded;
- (b) At some other time and place specified by the chair; or
- (c) Through the use of postal or electronic communications (subject to section 81b.) prior to the meeting either by:

i) electronic means by emailing the Secretary: info@khlcommunityworkshop.org

or ii) by post to: The Secretary, KHL Community Workshop, School Place, Corby, NN18 0HF

82. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

83. Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

Adjournment of Meetings

84. The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Administration and General

Execution of Documents

85. A document is validly executed by the KHL Community in Sheds if it is signed by at least two of the Trustees.

Use of Electronic Communications

86. The KHL Community in Sheds will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

Keeping of Registers

87. The KHL Community in Sheds must maintain a register of members, including elected Trustees, which will be subject to the General Data Protection Regulations (GDPR) and maintained by the elected Secretary containing:

- (a) the name of the person that is a member;
- (b) the member's address;
- (c) contact information for all members (phone / mobile / email);
- (d) the date on which the person registered as a member; and
- (e) the date on which the person ceased to be a member.

Minutes

88. The Trustees must keep minutes of all:

- (a) proceedings at general meetings of the KHL Community in Sheds;
- (b) meetings of the Trustees and sub-committees of Trustees including: (i) the names of the Trustees present at the meeting; (ii) the decisions made at the meetings; and (iii) where appropriate the reasons for the decisions;
- (c) decisions made by the Trustees otherwise than in meetings.

Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

89. The Trustees must comply with the requirements of the Charities Act 2011 with regards to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the KHL Community in Sheds, within 10 months of the financial year end.

90. The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the KHL Community in Sheds entered on the Central Register of Charities.

Rules

91. The Trustees may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the KHL Community in Sheds, and to conform to the KHL Community in Sheds: Health and Safety Policy, code of conduct, Safe guarding policy, but such rules must not be inconsistent with any provision of this constitution. Copies of any such rules currently in force must be made available to any member of the KHL Community in Sheds on request.

Disputes

92. If a dispute arises between members of the KHL Community in Sheds about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Amendments and Dissolution

Amendment of Constitution

93. As provided by clauses 224-227 of the Charities Act 2011:

- (a) this constitution can only be amended: (i) by resolution agreed in writing by all members of the KHL Community in Sheds; or (ii) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the KHL Community in Sheds;
- (b) Any alteration of clause 3 (Objects), clauses 94 to 97 (Voluntary Winding Up or Dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or Members of the KHL Community in Sheds (or persons connected with them) requires the prior written consent of the Charity Commission;
- (c) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid;
- (d) A copy of any resolution altering the constitution, together with a copy of the KHL Community in Sheds's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

Voluntary Winding Up or Dissolution

94. As provided by the Dissolution Regulations, the KHL Community in Sheds may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the KHL Community in Sheds can only be made:

- (a) by a 75% majority of those voting at a general meeting of the members of the KHL Community in Sheds called in accordance with this Constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote;
- or
- (b) By a resolution agreed in writing by all members of the KHL Community in Sheds.

95. Subject to the payment of all the KHL Community in Sheds's debts:

- (a) any resolution for the winding up of the KHL Community in Sheds, or for the dissolution of the KHL Community in Sheds without winding up, may contain a provision directing how any remaining assets of the KHL Community in Sheds shall be applied;
- (b) if the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the KHL Community in Sheds shall be applied; and
- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the KHL Community in Sheds.

96. The KHL Community in Sheds must observe the requirements of the Dissolution Regulations in applying to the Commission for the KHL Community in Sheds to be removed from the Register of Charities, and in particular:

- (a) The Trustees must send with their application to the Commission:
 - (i) A copy of the resolution passed by the members of the KHL Community in Sheds;

- (ii) A declaration by the Trustees that any debts and other liabilities of the KHL Community in Sheds have been settled or otherwise provided for in full; and
 - (iii) A statement by the Trustees setting out the way in which any property of the KHL Community in Sheds has been or is to be applied prior to its dissolution in accordance with this constitution;
- (b) The Trustees must ensure that a copy of the application is sent within seven days to every member of the KHL Community in Sheds, and to any Trustee of the KHL Community in Sheds who was not privy to the application.

97. If the KHL Community in Sheds is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Interpretation

98. In this constitution: "connected person" means:

- (a) A child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) The spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;
- (c) A person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) An institution which is controlled: (i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together;
- (e) A body corporate in which: (i) the Trustee or any connected person falling within paragraphs (a) to (c) above has a substantial interest; or (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Constitution.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012. "Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012. The "Communications Provisions" means the Communications Provisions in Part 9 of the General Regulations. "Trustee" means a charity trustee of the KHL Community in Sheds.

A "poll" means a counted vote or ballot, usually (but not necessarily) in writing. "in writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form including electronic transmission where appropriate.